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July 21, 2004

## VIA COURIER

Ms. Marlene H. Dortch, Secretary  
Federal Communications Commission  
P.O. Box 358145  
Pittsburgh, PA 15251-5145

Re: Application of MCCC ICG Holdings LLC and ICG Communications, Inc.

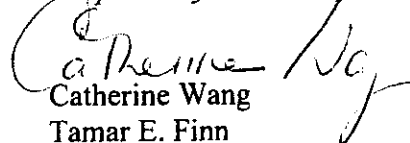
Dear Ms. Dortch:

On behalf of MCCC ICG Holdings LLC ("Buyer") and ICG Communications, Inc. ("ICG", together "Applicants"), please find an original and six (6) copies of an application for Commission approval to transfer control of ICG and its operating subsidiaries to Buyer. Concurrent with this application, Applicants are also filing an application for Commission approval of the transfer of control with respect to ICG's international Section 214 authorizations through the Commission's electronic filing process. Pursuant to Section 63.04(b) of the Commission's Rules, Applicants submit this filing as a combined international section 214 transfer of control application and domestic section 214 transfer of control application ("Combined Application"). Applicants are simultaneously filing, via the IBFS, the Combined Application with the International Bureau, in accordance with the Commission's Rules.

Also enclosed is a completed Fee Remittance Form 159 containing a valid VISA credit card number and expiration date for payment, in the amount of \$860.00, to the Federal Communications Commission, which satisfies the filing fee required due under the Commission's Rules for that portion of the Combined Application submitted with this letter.

Please date-stamp the enclosed extra copy of this filing and return it in the envelope provided. Please direct any questions regarding this filing to the undersigned.

Respectfully submitted,

  
Catherine Wang  
Tamar E. Finn

Counsel for Applicants

Enclosure

**Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C. 20554**

\_\_\_\_\_  
In the Matter of the Application of )  
)  
)

**MCCC ICG HOLDINGS LLC** )  
)

And, )

**ICG COMMUNICATIONS, INC.** )  
)  
)

And its Operating Subsidiaries, )  
For Grant of Authority Pursuant to )  
Section 214 of the Communications Act of )  
of 1934 and Sections 63.04 and 63.18 of the )  
Commission's Rules to Complete a )  
Transfer of Control of Authorized International )  
and Domestic Interstate Carriers )  
\_\_\_\_\_ )

File No. ITC-T/C-2004 \_\_\_\_\_

WC Docket No. 04-\_\_\_\_\_

**JOINT APPLICATION**

**I. INTRODUCTION**

**A. Summary of Transaction**

MCCC ICG Holdings LLC ("Buyer"), ICG Communications, Inc. ("ICG") and ICG's operating subsidiaries<sup>1</sup> (collectively, the "Applicants"), pursuant to Section 214 of the Communications Act, as amended, 47 U.S.C.A. § 214, and Sections 63.04 and 63.18 of the Commission's Rules, 47 C.F.R. §§ 63.04 & 63.18, respectfully request authority to transfer control of the ICG Operating Companies from ICG to Buyer. Buyer is a newly formed holding

<sup>1</sup> As described more fully below, ICG's wholly owned operating subsidiary ICG Telecom Group, Inc. (formerly known as ICG Access Services, Inc.) holds international Section 214 authority. In addition, the following ICG entities hold domestic blanket Section 214 authority: ICG Telecom Group, Inc., ICG ChoiceCom, L.P., and ICG Telecom Group of Virginia, Inc. These international and domestic Section 214 holders are referred to herein collectively as "ICG Operating Companies."

company that is currently owned by two families of investment companies, M/C Venture Partners and Columbia Capital. As described below, because the transactions will be completed at the holding company level and will not change the rates, terms or conditions of ICG Operating Companies' services, the proposed transactions will be entirely transparent to customers of the ICG Operating Companies.

Applicants file this Application in connection with an Agreement and Plan of Merger entered into as of July 19, 2004 ("Agreement") pursuant to which Buyer will acquire ownership of ICG. Currently, ICG, which is widely held, is the ultimate holding company of the ICG family of companies. Through the Agreement, MCCC Merger Corp. ("MCCC"), a newly created acquisition subsidiary wholly owned by Buyer, will be merged with and into ICG. As a result of that transaction, ICG will become a wholly owned direct subsidiary of Buyer and Buyer will acquire indirect control over the ICG Operating Subsidiaries. Applicants request approval for this transfer of control of the ICG Operating Companies.

**B. Request for Expedited Consideration**

Immediately following the proposed transaction, customers of the ICG Operating Companies will continue to receive services under the same rates, terms and conditions as those services are presently provided. ICG is currently in the process of restructuring its business operations and reorienting its strategic focus in order to ensure that the ICG Operating Companies remain financially secure and that ICG customers continue to receive high quality telecommunications services. In connection with that process, Applicants urgently need to complete the proposed transaction described below. Accordingly, Applicants respectfully request that the Commission approve this Application as expeditiously as possible in order to allow Applicants to consummate the proposed transaction as soon as possible.

### **C. Application Eligible for Streamlined Processing**

Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.03 and 63.12 of the Commission's Rules, 47 C.F.R. §§ 63.03 & 63.12. With respect to domestic authority, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transactions, (1) Applicants and their affiliates (as defined in Section 3(1) of the Communications Act – "Affiliates") combined will hold less than a ten percent (10%) share of the interstate, interexchange market; (2) Applicants and their Affiliates will provide local exchange service only in areas served by dominant local exchange carriers (none of which are parties to the proposed transactions) and; (3) none of the Applicants or their Affiliates is dominant with respect to any service. With respect to international authority, this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. §63.12(a)-(b). In particular, Section 63.12(c)(1) is inapplicable because none of the Applicants is affiliated with any foreign carriers and none of the scenarios outlined in Section 63.12(c) of the Commission's Rules, 47 C.F.R. § 63.12(c), applies.

In support of this Application, Applicants provide the following information:

## **II. THE APPLICANTS**

### **A) MCCC ICG Holdings LLC ("Buyer")**

Buyer is a newly formed limited liability company organized under the laws of the State of Delaware. Buyer is jointly majority owned by two families of investment companies, M/C Venture Partners ("M/C Venture") and Columbia Capital ("Columbia Capital") each of which will hold a 50% interest in Buyer. As a part of the transaction, management of Buyer will receive options, the exercise of which could reduce the interests of M/C Venture and Columbia Capital to as low as 41.25% each.

M/C Venture is a family of investment companies headquartered at 75 State Street, Suite 2500, Boston, MA 02109, which specializes in investing in early-stage communications and related information technology companies. Formerly known as M/C Partners, M/C Venture has a strong institutional backing and a long track record of accomplishment as one of the most active private equity investors in the media and telecommunications industries. The principals of M/C Venture have over two decades of experience in investing in early stage communications companies and have managed over \$1 billion of institutional capital.

M/C Venture's interest in Buyer is expected to be held principally by M/C Venture Partners V, L.P., a limited partnership formed under the laws of the State of Delaware, however, two other funds ( M/C Venture Investors, L.L.C. and Chestnut Venture Partners, Inc.) will also hold investments in Buyer. M/C Venture companies currently holds significant interests in several other telecommunications related businesses, including Cavalier Telephone Corporation, Florida Digital Network, Inc. (d/b/a FDN Communications), NewSouth Communications Corp. and Coral Wireless, LLC. Accordingly, M/C Venture Partners V, L.P. is well qualified to acquire an interest in ICG.

Columbia Capital is a venture capital firm headquartered at 201 North Union Street, Suite 300, Alexandria, Virginia 22314, which specializes in the communications and information technology industries. Columbia Capital has managed investments in approximately 100 companies in the communications sector, ranging from small, early-stage investments to multibillion-dollar public companies. Since the founding of Columbia Capital in 1989, the company has made private investments of nearly \$1 billion in capital. Columbia Capital has an experienced investment team which is well-suited to oversee the company's investment in ICG.

Columbia Capital's interest in ICG will be divided among several Columbia Capital entities, including principally, Columbia Capital Equity Partners III (QP), L.P., a limited partnership organized under the laws of the State of Delaware, and Columbia Capital Equity Partners III (Cayman), L.P., a Cayman Islands exempt limited partnership. In addition to those two entities, Columbia Capital Equity Partners III (AI), L.P., Columbia Capital Investors III, L.L.C., and Columbia Capital Employee Investors III, L.L.C. will each hold interests (in each case less than 10%) of MCCC ICG Holdings LLC. Columbia Capital companies also hold non-controlling interests in other telecommunications ventures, including Dominion 700, Inc., Coral Wireless, LLC and WCS Wireless License Subsidiary, LLC. Accordingly, Columbia Capital is well qualified to acquire an interest in ICG.

**B) ICG Communications, Inc. ("ICG")**

ICG is the ultimate holding company of the ICG Operating Subsidiaries, which provide communications and information services over a nationwide fiber-optic data and voice network. ICG is a Delaware corporation with its principal offices located at 161 Inverness Drive West, Englewood, Colorado 80112. ICG is currently widely held.

ICG, through the ICG Operating Subsidiaries, offers a range of resold and facilities-based services, including service over a managed fiber-optic network with numerous points of presence nationwide, including coverage of over 4000 rate centers. ICG's service offerings include local and long distance telecommunications services, data services, information services, and other communications solutions. ICG's services are primarily offered to medium to large-sized businesses, Internet service providers ("ISPs"), interexchange carriers, and other telecommunications carriers.

ICG's services are provided through the ICG Operating Companies. The majority of

such services are provided through ICG's wholly and indirectly owned operating subsidiary ICG Telecom Group, Inc. ("ICG Telecom"). ICG Telecom is a Colorado corporation with headquarters located at 161 Inverness Drive West, Englewood, Colorado 80112. ICG Telecom is a wholly owned subsidiary of ICG Holdings, Inc., an intermediate holding company organized under the laws of the State of Colorado which is wholly owned by ICG. ICG Telecom holds international resold and facilities-based Section 214 authority, as well as domestic blanket Section 214 authority (*see* File No. ITC-214-19980508-00305; Old File No. ITC-98-347). In addition to its international and interstate operations, ICG Telecom is also authorized to provide local and/or intrastate long distance services in every state except Texas, Virginia and Alaska. ICG Telecom provides service to more than 3400 customers nationwide, with its core markets in Alabama, California, Colorado, Georgia, Kentucky, North Carolina, Ohio, Tennessee, and, through its subsidiary, Texas.

In addition, to ICG Telecom, ICG also provides service through two regional providers, ICG ChoiceCom, L.P., ("ICG ChoiceCom") and ICG Telecom Group of Virginia, Inc. ("ICG-Virginia"). ICG ChoiceCom is a Delaware limited partnership with principal place of business located at 161 Inverness Drive West, Englewood, Colorado 80112. ICG ChoiceCom is owned in approximately equal parts by ICG Telecom and ICG Equipment Inc., the latter of which is a wholly-owned direct subsidiary of ICG. ICG ChoiceCom is a provider of domestic interstate services which holds authority to provide local exchange and intrastate interexchange telecommunications services in Texas.

ICG-Virginia is a Virginia public utility corporation with headquarters also located at 161 Inverness Drive West, Englewood, Colorado 80112. ICG-Virginia is a wholly-owned subsidiary of ICG Telecom. In addition to holding blanket domestic Section 214 authority,

ICG-Virginia is authorized to provide resold and facilities based interexchange and local exchange service in Virginia.

### **III. DESCRIPTION OF THE TRANSACTIONS**

Applicants propose to complete a series of transactions ("Transactions") whereby Buyer will acquire ICG and therefore indirect ownership and control of the ICG Operating Companies. In particular, through the Agreement and Plan of Merger, Buyer's wholly owned subsidiary, MCCC will be merged with and into ICG, under the laws of the State of Delaware, with ICG being the surviving entity.<sup>3</sup> As a result of that merger, ICG will become a wholly owned subsidiary of Buyer. In connection with the Transactions, current owners of ICG will receive \$.75 per share. An illustrative chart of the proposed Transactions is provided in Exhibit A.

All of the proposed Transactions will be completed at the holding company level and consummation of the Transactions will not result in any transfer or assignment of the operating authorities held by the ICG Operating Companies or their respective customers or result in a name change by any of the ICG Operating Companies. The ICG Operating Companies will continue to conduct their respective operations in substantially the same manner in which those operations are currently conducted. Immediately after the Transactions are completed, customers of the ICG Operating Companies will continue to receive service under the same rates, terms and conditions that currently apply to those services. As a result, the proposed Transactions will be entirely transparent to customers served by the ICG Operating Companies in terms of the services that they receive.

The proposed Transactions are not expected to materially change the current management team that oversees the operations of ICG or the ICG Operating Companies and that management

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<sup>3</sup> A copy of the Agreement will be provided upon request.



team is expected to continue to oversee the operations of the ICG Operating Companies both during and after the completion of the Transactions. In addition, however, in connection with the Transactions, ICG will have access to the well-qualified management teams of M/C Venture and Columbia Capital. As a result, the proposed Transactions will not diminish the managerial qualifications of ICG. The proposed Transactions will also provide ICG with greater access to capital. In particular, both M/C Venture and Columbia Capital have access to substantial resources. As a result, the proposed Transactions are expected to improve ICG's financial position while ICG realigns and evaluates its strategic focus.

#### **IV. PUBLIC INTEREST STATEMENT**

The Transactions described above serve the public interest by providing ICG and the ICG Operating Companies access to greater financial and managerial resources which will allow the ICG companies to better assess and implement their business strategies going forward. Access to those resources will ensure that ICG and the ICG Operating Companies will be in a position to continue to provide high quality services to existing customers.

The proposed indirect ownership change will not inconvenience, confuse or otherwise harm ICG's customers. Indeed, the proposed Transactions will be virtually transparent to customers. In sum, the proposed Transactions are expected to enhance the ability of ICG and the ICG Operating Companies to provide high quality telecommunications services which should invigorate competition and thereby benefit consumers of interstate and international telecommunications services.

Given the increasingly competitive nature of the interstate and international telecommunications markets, Applicants are seeking to complete the proposed Transactions as soon as possible in order to ensure that Applicants can rapidly obtain the benefits of the

proposed Transactions. Accordingly, Applicants respectfully request that the Commission process, consider and approve this Application as expeditiously as possible.

**V. INFORMATION REQUIRED BY SECTION 63.18**

Pursuant to Section 63.18(e)(3) of the Commission's Rules, the Applicants submit the following information in support of this Application:

**(a) Name, address and telephone number of each Applicant:**

Buyer:

MCCC ICG Holdings LLC  
c/o Columbia Capital  
201 North Union Street  
Suite 300  
Alexandria, Virginia 22314  
Telephone: (703) 519-2000

ICG:

ICG Communications, Inc.  
161 Inverness Drive West  
Englewood, Colorado 80112.  
Telephone: (303) 414-5000

Licensees:

All of the ICG Operating Companies can be reached at ICG's address and telephone number set forth above.

**(b) Jurisdiction of Organizations:**

Buyer:

ICG Holdings LLC is a limited liability company formed under the laws of the State of Delaware.

ICG:

ICG Communications, Inc. is a corporation formed under the laws of the State of Delaware.

Licensees:

ICG Telecom Group, Inc. is a corporation formed under the laws of the State of Colorado.

ICG ChoiceCom, L.P., is a limited partnership formed under the laws of the State of Delaware.

ICG Telecom Group of Virginia, Inc. is a corporation formed under the laws of the Commonwealth of Virginia.

(c) **Correspondence concerning this Application should be sent to:**

Catherine Wang, Esq.  
Tamar E. Finn, Esq.  
Swidler Berlin Shereff Friedman, LLP  
3000 K Street, NW, Suite 300  
Washington, DC 20007-5116  
(202) 424-7500 (Tel)  
(202) 424-7645 (Fax)  
CWang@swidlaw.com (Email)  
TEFinn@swidlaw.com (Email)

(d) ICG Telecom Group, Inc. (formerly known as ICG Access Services, Inc.) ("ICG Telecom") holds international resold and facilities-based Section 214 authority pursuant to authority granted by the Commission in File No. ITC-214-19980508-00305; Old File No. ITC-98-347. In addition, ICG Telecom Group, Inc., ICG ChoiceCom, L.P., and ICG Telecom Group of Virginia, Inc. each hold blanket domestic interstate Section 214 authority.

(e) Applicants seek authority to complete an indirect transfer of control of the ICG Operating Companies in connection with the Transactions described above.

(f) Not applicable.

(g) Not applicable.

(h) Following the completion of the proposed Transactions, the following entities will directly or indirectly own 10% or more of the ICG Operating Companies:

1) The following entities will own or control ten percent (10%) or more of the equity of the **ICG ChoiceCom, L.P.:**

Name:	ICG Telecom Group, Inc.
Address:	161 Inverness Drive West Englewood, Colorado 80112
Citizenship:	U.S.

Percentage Owned: 50%  
Principal Business: Telecommunications

Name: ICG Equipment, Inc.  
Address: 161 Inverness Drive West  
Englewood, Colorado 80112  
Citizenship: U.S.  
Percentage Owned: 49%  
Principal Business: Equipment Company

Name: ICG ChoiceCom Management, LLC  
Address: 161 Inverness Drive West  
Englewood, Colorado 80112  
Citizenship: U.S.  
Percentage Owned: General Partner  
Principal Business: Holding Company

- 2) The following entities will own or control ten percent (10%) or more of the equity of both **ICG ChoiceCom Management, LLC** and **ICG Telecom Group of Virginia**:

Name: ICG Telecom Group, Inc.  
Address: 161 Inverness Drive West  
Englewood, Colorado 80112  
Citizenship: U.S.  
Percentage Owned: 100%  
Principal Business: Telecommunications

- 3) The following entities will own or control ten percent (10%) or more of the equity of **ICG Telecom Group, Inc.**:

Name: ICG Holdings, Inc.  
Address: 161 Inverness Drive West  
Englewood, Colorado 80112  
Citizenship: U.S.  
Percentage Owned: 100%  
Principal Business: Holding Company

- 4) The following entities will own or control ten percent (10%) or more of the equity of both **ICG Holdings, Inc.** and **ICG Equipment, Inc.**:

Name: ICG Communications, Inc.  
Address: 161 Inverness Drive West  
Englewood, Colorado 80112  
Citizenship: U.S.  
Percentage Owned: 100%

Principal Business: Telecommunications

- 5) The following entity will own or control ten percent (10%) or more of the equity of **ICG Communications, Inc.**:<sup>4</sup>

Name: MCCC ICG Holdings LLC  
Address: c/o Columbia Capital  
201 North Union Street  
Suite 300  
Alexandria, Virginia 22314  
Citizenship: U.S.  
Percentage Owned: 100%  
Principal Business: Holding Company

- 6) The following entities will own or control ten percent (10%) or more of the equity of **MCCC ICG Holdings LLC**:<sup>5</sup>

Name: M/C Venture Partners V, L.P.  
Address: 75 State Street, Suite 2500  
Boston, MA 02109-1829  
Citizenship: U.S.  
Percentage Owned: 47%  
Principal Business: Private Equity Venture Fund

Name: Columbia Capital Equity Partners III (QP), L.P.  
Address: 201 North Union Street  
Suite 300  
Alexandria, Virginia 22314  
Citizenship: U.S.  
Percentage Owned: 27%  
Principal Business: Private Equity Venture Fund

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<sup>4</sup> In connection with the proposed Transactions, however, options which, if fully exercised, would constitute approximately 17% of the ownership of ICG Communications, Inc. will be issued to MCCC ICG Holdings LLC's management team. As a result of this pool of options, the interests held by MCCC ICG Holdings LLC, when considered on a fully diluted basis, will be approximately 83%.

<sup>5</sup> Ownership of MCCC ICG Holdings LLC will be split evenly between M/C Venture and Columbia Capital entities. In connection with the proposed Transactions, however, options which, if fully exercised, would constitute approximately 17% of the ownership of ICG Communications, Inc. will be issued to MCCC ICG Holdings LLC's management team. As a result of this pool of options, the interests held by M/C Ventures and Columbia Capital indirectly in ICG Communications, Inc., when considered on a fully diluted basis, will each be below 50% and such 50% interests are expected to drop below 50%, no lower than 41.25% each, in connection with the exercise of such options.

Name: Columbia Capital Equity Partners III  
(Cayman), L.P.  
Address: 201 North Union Street  
Suite 300  
Alexandria, Virginia 22314  
Citizenship: Cayman Islands  
Percentage Owned: 15%  
Principal Business: Private Equity Venture Fund

7) The following entities will own or control ten percent (10%) or more of **M/C Venture Partners V, L.P.:**

Name: California Public Employees Retirement System<sup>6</sup>  
Citizenship: U.S.  
Percentage Owned: 12%  
Principal Business: Pension Fund

Name: California State Teachers Retirement System<sup>7</sup>  
Citizenship: U.S.  
Percentage Owned: 14%  
Principal Business: Pension Fund

Name: M/C VP V, L.L.C.  
Address: 75 State Street, Suite 2500  
Boston, MA 02109-1829  
Citizenship: U.S.  
Interest Held: General Partner  
Principal Business: Investment

8) The following entities own or control ten percent (10%) or more of **M/C VP V, L.L.C.:**

Names: James F. Wade  
David D. Croll  
Peter H.O. Claudy  
Address: c/o M/C Venture Partners  
75 State Street, Suite 2500  
Boston, MA 02109-1829  
Citizenship: U.S.  
Interest Held: Managers  
Principal Business: Individuals

<sup>6</sup> Interest holder is a retirement and health benefit pension fund with over 1.3 million members with assets of over \$150 billion.

<sup>7</sup> Interest holder is the largest public teacher pension organization and has over 600,000

- 9) The following entity owns or controls ten percent (10%) or more of **Columbia Capital Equity Partners III (Cayman), L.P.**:

Name: Columbia Capital Equity Partners  
(Cayman) III, Ltd.  
Address: 201 North Union Street  
Suite 300  
Alexandria, Virginia 22314  
Citizenship: Cayman Islands  
Interest Held: General Partner  
Principal Business: Investments

- 10) The following entity owns or controls ten percent (10%) or more of both **Columbia Capital Equity Partners (Cayman) III, Ltd.** and **Columbia Capital Equity Partners III (QP), L.P.**:

Name: Columbia Capital Equity  
Partners III, L.P.  
Address: 201 North Union Street  
Suite 300  
Alexandria, Virginia 22314  
Citizenship: U.S.  
Interest Held: Sole Shareholder of Columbia Capital Equity  
Partners (Cayman) III, Ltd. and General Partner of  
Columbia Capital Equity Partners III (QP), L.P.  
Principal Business: Investments

- 11) The following entities own or control ten percent (10%) or more of **Columbia Capital Equity Partners III, L.P.**:

Name: Columbia Capital III, L.L.C.  
Address: 201 North Union Street  
Suite 300  
Alexandria, Virginia 22314  
Citizenship: U.S.  
Interest Held: General Partner  
Principal Business: Investment

- 12) The following entities own or control ten percent (10%) or more of **Columbia Capital III, L.L.C.**:

Names: James B. Fleming, Jr.  
R. Philip Herget, III

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members with assets of over \$88 billion.

Address: Harry F. Hopper III  
c/o Columbia Capital  
201 North Union Street  
Suite 300  
Alexandria, Virginia 22314  
Citizenship: U.S.  
Interest Held: Managing Members  
Principal Business: Individuals

- 13) Following the Transactions, no other entity holds a 10% or greater direct or indirect interest in any of the ICG Operating Companies. None of the ICG Operating Companies have any interlocking directorates with a foreign carrier.
- (i) Applicants certify that none of Applicants is a foreign carrier or affiliated with a foreign carrier.
- (j) Applicants certify that they do not seek to provide international telecommunications services to any destination country where:
- (1) An Applicant is a foreign carrier in that country; or
  - (2) An Applicant controls a foreign carrier in that country; or
  - (3) Any entity that owns more than 25 percent of an Applicant, or that controls an Applicant, controls a foreign carrier in that country; or
  - (4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate more than 25 percent of an Applicant and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.
- (k) Not applicable.
- (l) Not applicable.
- (m) Not applicable.
- (n) Applicants certify that they have not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.
- (o) Applicants certify that they are not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. *See* 21 U.S.C. § 853a. *See also* 47 C.F.R. §§ 1.2001-1.2003.
- (p) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R.



§63.12(a)-(b). In particular, Section 63.12(c)(1) is inapplicable because none of the Applicants are or are affiliated with any foreign carriers and none of the scenarios outlined in Section 63.12(c) of the Commission's Rules, 47 C.F.R. § 63.12(c), apply.

## **VI. INFORMATION REQUIRED BY SECTION 63.04**

In lieu of an attachment, pursuant to Commission Rule 63.04(b), 47 C.F.R. § 63.04(b) Applicants submit the following information in support of their request for domestic Section 214 authority in order to address the requirements set forth in Commission Rule 63.04(a)(6)-(12):

- (a)(6) A description of the proposed Transactions is set forth in **Section III.** above.
- (a)(7) ICG's services are provided through the ICG Operating Companies. The majority of such services are provided through ICG Telecom. ICG Telecom provides competitive local and/or long distance services in every state except Texas, Virginia and Alaska. ICG Telecom's core markets are located in Alabama, California, Colorado, Georgia, Kentucky, North Carolina, Ohio, Tennessee, and, through its subsidiary, Texas. ICG ChoiceCom, L.P. and ICG-Virginia provide services only in Texas and Virginia respectively.

All of the services provided by the ICG Operating Companies are competitive in nature and none of the ICG Operating Companies holds a dominant position in any market. Because the proposed Transactions will not involve any other carrier, the Transactions will have no adverse impact on the level of competition in the markets in which the ICG Operating Companies operate.

- (a)(8) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.03 of the Commission's Rules, 47 C.F.R. §63.03. In particular, with respect to domestic authority, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the Transactions, (1) Applicants and their affiliates (as defined in Section 3(1) of the Communications Act – "Affiliates") combined will hold less than a ten percent (10%) share of the interstate, interexchange market; (2) Applicants and their Affiliates will provide local exchange service only in areas served by dominant local exchange carriers (none of which are parties to the proposed Transactions) and; (3) none of the Applicants or their Affiliates are dominant with respect to any service.
- (a)(9) Through this Application, Applicants seek authority with respect to both international and domestic Section 214 authorizations (this Application is being

separately and concurrently filed with respect to both types of authorities in compliance with Commission Rule 63.04(b), 47 C.F.R. § 63.04(b)). No other applications are being filed with the Commission with respect to this transaction.

(a)(10) Prompt completion of the proposed Transactions is critical to ensuring that Applicants can obtain the benefits described in the foregoing application. Accordingly, Applicants respectfully request that the Commission approve this Application expeditiously in order to allow Applicants to consummate the proposed Transactions as soon as possible.

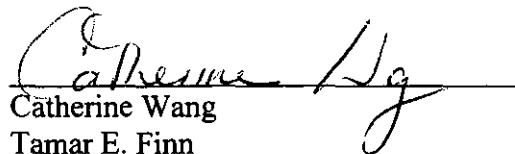
(a)(11) Not applicable.

(a)(12) A statement showing how grant of the application will serve the public interest, convenience and necessity is provided in **Section IV.** above.

## VII. CONCLUSION

For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application. Indeed, failure to grant it would directly harm the public interest. In light of the exigent circumstances and, in particular the need to ensure continuity of service to existing customers, Applicants respectfully request expedited treatment to permit Applicants to consummate the proposed Transactions as soon as possible.

Respectfully submitted,

A handwritten signature in cursive script, appearing to read "Catherine Wang", is written over a horizontal line.

Catherine Wang  
Tamar E. Finn  
Swidler Berlin Shereff Friedman, LLP  
3000 K Street, Suite 300  
Washington, DC 20007  
(202) 424-7500 (Tel)  
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CWang@swidlaw.com (E-Mail)  
TEFinn@swidlaw.com (E-Mail)

Counsel for Applicants

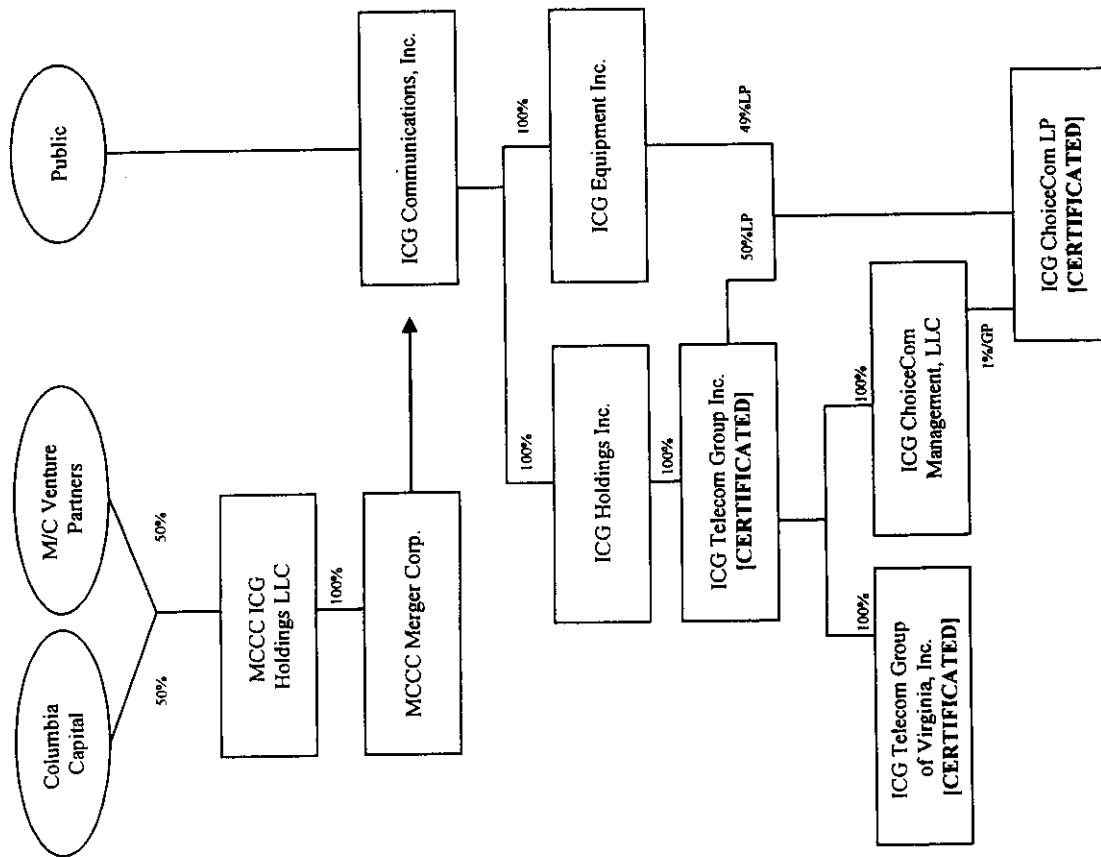
Dated: July 21, 2004

**Exhibit A**

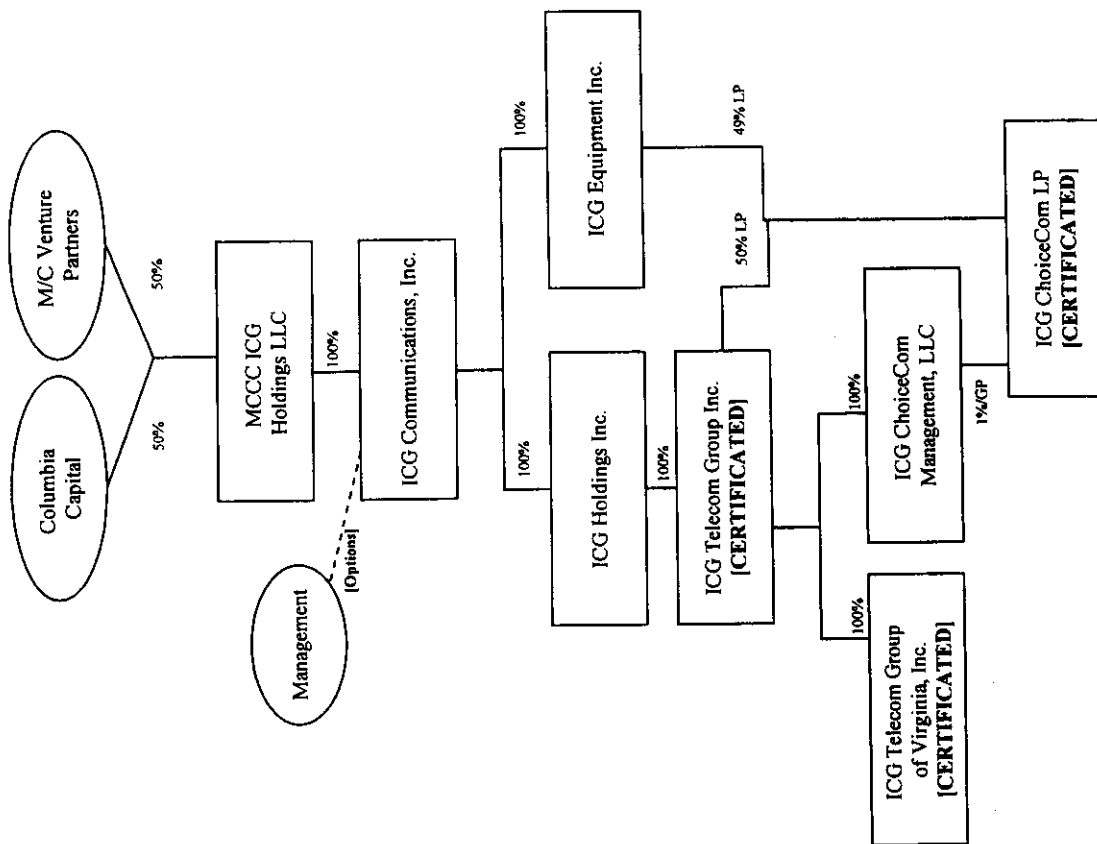
**Illustrative Chart**

# Exhibit A: Illustrative Chart

## Pre-Transaction



## Post-Transaction

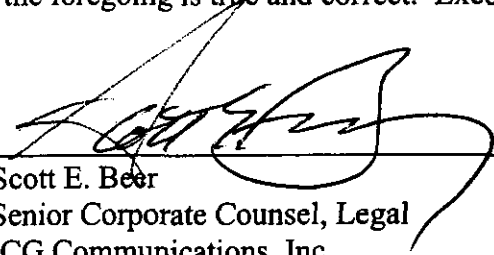


## **Verifications**

## VERIFICATION

I, Scott E. Beer, state that I am Senior Corporate Counsel, Legal of ICG Communications, Inc., a Party in the foregoing filing; that I am authorized to make this Verification on behalf of ICG Communications, Inc.; that the foregoing filing was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 19<sup>th</sup> day of July, 2004.



\_\_\_\_\_  
Scott E. Beer  
Senior Corporate Counsel, Legal  
ICG Communications, Inc.

## VERIFICATION

I, Daniel P. Caruso, being first duly sworn, state that I am President of MCCC ICG Holdings LLC, a Party in the foregoing filing; that I am authorized to make this Verification on behalf of MCCC ICG Holdings LLC; that the foregoing filing was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.

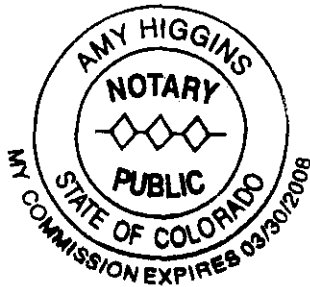
I declare under penalty of perjury that the foregoing is true and correct. Executed this

17 day of July, 2004.

*Amy Higgins*

*Daniel P. Caruso*

Daniel P. Caruso  
President  
MCCC ICG Holdings LLC





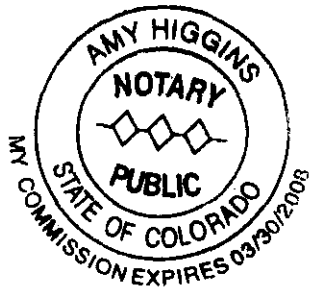
## VERIFICATION

I, Daniel P. Caruso, being first duly sworn, state that I am President of MCCC ICG Holdings LLC, a Party in the foregoing filing; that I am authorized to make this Verification on behalf of MCCC ICG Holdings LLC; that the foregoing filing was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this

17 day of July, 2004.

*Amy Higgins*



A handwritten signature of Daniel P. Caruso in black ink.

Daniel P. Caruso  
President  
MCCC ICG Holdings LLC

FEDERAL COMMUNICATIONS COMMISSION  
REMITTANCE ADVICE

(1) LOCKBOX #  358145		SPECIAL USE ONLY	
		FCC USE ONLY	
<b>SECTION A - PAYER INFORMATION</b>			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Swidler Berlin Shereff Friedman, LLP		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$860.00	
(4) STREET ADDRESS LINE NO. 1 3000 K Street NW			
(5) STREET ADDRESS LINE NO. 2 Suite 300			
(6) CITY Washington		(7) STATE DC	(8) ZIP CODE 20007
(9) DAYTIME TELEPHONE NUMBER (include area code) 202-424-7500		(10) COUNTRY CODE (if not in U.S.A.)	
<b>FCC REGISTRATION NUMBER (FRN) REQUIRED</b>			
(11) PAYER (FRN) 0004-3539-00		(12) FCC USE ONLY	
<b>IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET</b>			
(13) APPLICANT NAME ICG Communications, Inc.			
(14) STREET ADDRESS LINE NO. 1 161 Inverness Drive West			
(15) STREET ADDRESS LINE NO. 2			
(16) CITY Englewood		(17) STATE CO	(18) ZIP CODE 80112
(19) DAYTIME TELEPHONE NUMBER (include area code) (303) 414-5000		(20) COUNTRY CODE (if not in U.S.A.)	
<b>FCC REGISTRATION NUMBER (FRN) REQUIRED</b>			
(21) APPLICANT (FRN) 0008-3386-59		(22) FCC USE ONLY	
<b>COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET</b>			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CUT	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) \$860.00	(27A) TOTAL FEE \$860.00	FCC USE ONLY	
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23b) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY	
(28B) FCC CODE 1		(29B) FCC CODE 2	